

RICH

25TH ANNUAL REPORT 2014-15

RICH UNIVERSE NETWORK LIMITED
(FORMERLY KNOWN AS RICH CAPITAL & FINANCIAL SERVICES
LTD.)

CIN: L65921UP1990PLC012089

**REGD. OFF.: 7/125, C-2, IIND FLOOR, SWAROOP NAGAR,
KANPUR – 208002**

Phones: 0512-3258312, 3258204 Fax: 0512-3072718
e-mail:rcfsl@rediffmail.com, investors@richuninet.com
Website:richuninet.com

BOARD OF DIRECTORS

Mr. Shashwat Agarwal (DIN: 00122799)
Chairman & Managing Director

Mr. Rajeev Agarwal (DIN: 00122877)
Whole Time Director

Mr. Sanjay Gupta (DIN: 00335369)
Whole Time Director

Mr. Manoj Kumar (DIN: 02855139)
Director

Mr. Dhruv Kumar Shah (DIN: 02883598)
Director

Mrs. Kavita Awasthi (DIN: 03106803)
Director

Ms. Nancy Jain
Company Secretary

Auditors:

Mr. Mukesh Rajani
Rajani Mukesh & Associates
Chartered Accountants
510, Prem Ratan Vatika,
7/180, Swaroop Nagar, Kanpur – 208 002

Registered Office:

7/125, C-2, IInd Floor,
Swaroop Nagar, Kanpur – 208002

CIN: L65921UP1990PLC012089

Registrar & Transfer Agent:

SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153/A, 1st Floor, Okhla, Industrial area,
Phase 1, New Delhi – 110020

Bankers

HDFC Bank
State Bank of India

NOTICE

Notice is hereby given that 25th Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L65921UP1990PLC012089) will be held on Wednesday, the 30th day of September, 2015 at 10:30 A.M. at the Registered Office of the Company at 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur – 208002, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2015 and Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajeev Agarwal (DIN: 00122877), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies appointment of M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C), as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty seventh Annual General Meeting of the Company to be held in the year 2017 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Kavita Awasthi (DIN : 03106803), who was appointed as an Additional Director of the Company with effect from 25th March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 25th March, 2015.”

5. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in terms of remuneration of Mr. Shashwat Agarwal, (DIN: 00122799), Chairman & Managing

Director of the Company, by way of change in the maximum amount of basic salary & House Rent Allowance paid or payable to Mr. Shashwat Agarwal w.e.f. 01.04.2015 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2016.”

“RESOLVED FURTHER THAT except for the aforesaid revision in maximum amount of basic salary, house rent allowance & consequential increase in the benefits or perquisites paid or payable to Mr. Shashwat Agarwal, all other terms and conditions of his appointment/re-appointment as Chairman & Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to fix or alter or vary the remuneration paid/payable to Mr. Shashwat Agarwal, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Chairman & Managing Director, the company will pay him remuneration by way of salary and perquisites not exceeding the ceiling laid down in Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013 which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Sanjay Gupta, (DIN: 00335369), Whole Time Director of the Company, by way of change in the maximum amount of basic salary paid/payable to Mr. Sanjay Gupta w.e.f. 01.04.2015, as recommended by the nomination and remuneration committee from time to time and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2018.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary & consequential increase in the benefits or perquisites paid or payable to Mr. Sanjay Gupta, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the

Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sanjay Gupta (DIN: 00335369), Whole Time Director of the Company, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Whole Time Director, the company will pay him remuneration by way of salary and perquisites not exceeding the ceiling laid down in Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

7. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013 which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Rajeev Agarwal, (DIN: 00122877), Whole Time Director of the Company, by way of change in the maximum amount of basic salary paid/payable to Mr. Rajeev Agarwal w.e.f. 01.04.2015, as recommended by the nomination and remuneration committee from time to time and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2018.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary & consequential increase in the benefits or perquisites paid or payable to Mr. Rajeev Agarwal, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter or vary the scope of remuneration of Mr. Rajeev Agarwal (DIN: 00122877), Whole Time Director of the Company, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified

by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Whole Time Director, the company will pay him remuneration by way of salary and perquisites not exceeding the ceiling laid down in Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

8. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED, that pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV.

“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

9. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

For Rich Universe Network Limited


Company Secretary

Place: - Kanpur

Date: - 04.09.2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 25, 2015 to Wednesday, September 30, 2015, both days inclusive.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment / re-appointment as mentioned under items nos. 2 and 4 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
7. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days, Except Saturdays, Sundays and Public Holidays, between 11:00 a.m. to 1:00 p.m. upto date of the annual general meeting of the Company.
8. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of annual general meeting, to enable the Company to keep the information ready.
9. Members are requested to:
 - a. Bring their copy of the annual report and attendance slip for the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

10. Members are requested to notify immediately any change in their addresses to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
11. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with Skyline Financial Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
12. The annual report 2014-15 along with the notice of annual general meeting, attendance slip & proxy form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. **Voting Options:**
Voting through Electronic means:
 - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the remote e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
14. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 24th September, 2015, shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
15. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 24th September, 2015, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part and may obtain their login ID and Password.
16. The remote e-voting will commence on Saturday, 26th September, 2015 at 9:00 a.m. and will end on Tuesday, 29th September, 2015 at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 24th September, 2015, may cast their vote electronically. The

members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

17. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
19. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 24th September, 2015.
20. The Company has appointed CS Sarvesh S. Srivastava, practicing company secretary (Membership No. 7719; CP No. 3719) to act as the scrutinizer for conducting remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
21. The procedure and instructions for remote e-voting are, as follows:

- (i) The remote e-voting facility is available at the link www.evotingindia.com.
- (ii) The remote e-voting facility will be available during the following voting period:

| Start Date & Time | End Date & Time |
|------------------------------|------------------------------|
| September 26, 2015 9:00 a.m. | September 29, 2015 5:00 p.m. |

- (iii) Log on to the remote e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now, select "**RICH UNIVERSE NETWORK LIMITED**" from the drop down menu and click on "SUBMIT".
- (vi) Enter your User ID:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - For Members holding shares in Physical Form should enter folio number registered with the Company
- (vii) Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- (viii) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password are to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- (ix) If you are first time user, then fill up the following details in the appropriate boxes:

| | |
|------------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant, are requested to use first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the Company records in respect of your shareholding in the Company in dd/mm/yyyy format. |
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).</p> |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xiii) Click on the relevant EVSN on which you choose to vote.
- (xiv) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xvi) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.